

# EXHIBIT A

**DECLARATION OF JOSHUA A. LEVILOFF**

I, Joshua A. Leviloff, hereby declare:

1. I am a former employee Middesk, Inc. and I am currently on a paid leave of absence from my current employment with Osiris Ratings, Inc. d/b/a Baselayer. My last date of employment at Middesk was February 21, 2025 (resignation notice provided February 11, 2025) and my first date of employment at Baselayer was February 24, 2025. This Declaration is based upon personal knowledge.

2. On February 4, 2025, while I was still working at Middesk but after I accepted an offer of employment with Baselayer, Jonathan Awad of Baselayer asked me to ask around Middesk and validate with anyone in product before I left Middesk about the data vendors used for three products: people litigations, criminal history, and people liens. Awad said this to me via text message. I responded to Awad's text message that I would do so. I then asked Jay Patel, a member of Middesk's product partnerships team, for a list of Middesk data vendors by product. Patel shared this information with me immediately, and sent me a link to a Google document.

3. Separately and over the phone, Awad also asked me to not tell Middesk I was going to Baselayer. I am not sure when this conversation occurred, but Awad also asked me to get him a list of Middesk's customers and prospect. Awad told me over the phone that he would pay me a significant sum of money (it was either \$10,000 or \$20,000 but I don't remember the exact figure) if I sent him a list of Middesk's prospects and customers from Salesforce. I declined Awad's request/offer for the customer and prospect list.

4. Returning to the document Patel sent to me, upon seeing the document was listed as confidential (Patel also advised of the confidentiality after he sent me the document), I decided that it was not a good idea to send the document to Awad (and I did not do so). Later that day,

Awad called me and I told him that I did not feel comfortable sending him any documents about Middesk, and that I would not be fulfilling his asks. I told Awad that my goal in joining Baselayer was purely based on making more money in a short period of time before going to school, and not to get caught in the middle of something larger than that. Awad said that he understood, and that was fine.

5. After officially joining Baselayer, I did share (verbally) Middesk's pricing information with Awad and prospects that I knew were actively in conversations with Middesk. Awad claimed he already knew the information I shared with him. In addition, after I joined, Awad and another employee of Baselayer asked me about overall product performance time at Middesk. In response, I advised Awad what I believed to be true about product performance time but that I was not aware whether my belief was correct.

6. When I started working at Baselayer, Awad continued to exclaim that when he left Middesk he had taken "everything" with him. Awad claimed to have taken customer lists, and details of how the product was built. Awad was proud of the fact he did this. Awad claimed that when he left Middesk, Middesk's lawyers had sent him a message telling him not to do anything with the proprietary information he had. However, there was no further communication from Middesk's lawyers.

7. Awad claimed that when he left Middesk, the initial idea for the Baselayer was not to be a competitor of Middesk but rather to be another type of product that actually engaged with Middesk as friendly partners. However, according to Awad, when Middesk went back on its promise and this new company, Awad decided to build Baselayer and compete with Middesk. Awad was very proud and open with employees, investors, customers, prospects, etc, that he had

built the same product Middesk offers but that it was better, and is selling it at a fraction of the price because Baselayer operates under a different business model than Middesk does.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: April 3, 2025

Signed by:  
  
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JOSHUA A. LEVILOFF

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